

Contact Person to work with Staff

Issues related to (1) this application, (2) consumer Issues, (3) customer complaint resolution, (4) technical and service quality issues, (5) tariff and pricing issues (6) 9-1-1 issues (7) security/law enforcement

William Rock

President

5940 Hamilton Boulevard, Allentown, PA 18106

610-706-0670 (telephone)

610-706-0823 (fax)

BY-LAWS

OF

PIONEER TELECOM, INC.

Adopted JANUARY 25, 1996

ARTICLE I

OFFICES

1. Registered Office and Agent. -- The registered office of the Corporation in the State of New Jersey is at ;

14A:4-1

24 SHY CREEK ROAD
PITTSBURGH, PA 15106

The registered agent of the Corporation at such office is WILLIAM A. ROCK

2. Principal Place of Business. -- The principal place of business of the Corporation is

5940 HAMILTON BOULEVARD
ALLENTOWN, PA 18106

3. Other Places of Business. -- Branch or subordinate places of business or offices may be established at any time by the Board at any place or places where the Corporation is qualified to do business.

ARTICLE II
SHAREHOLDERS

14A:5-2 1. Annual Meeting. -- The annual meeting of shareholders shall be held upon not less than ten

14A:5-4(1) nor more than sixty days written notice of the time, place, and purposes of the meeting at

8:00 o'clock p.m. on the 25th
day of the month of JANUARY
of each year at 24 SHY CREEK RD
PITTSFORD, NY 08867

14A:5-1 or at such other time and place as shall be specified in the notice of meeting, in order to elect directors and transact such other business as shall come before the meeting. If that date is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

14A:5-3 2. Special Meetings. -- A special meeting of shareholders may be called for any purpose by the president or the Board. A special meeting shall be held upon not less than ten nor more than sixty days written notice of the time, place, and purposes of the meeting.

14A:5-6(1) 3. Action Without Meeting. -- The shareholders may act without a meeting by written consent in accordance with N.J.S.A. 14A:5-6. Such

ARTICLE III
BOARD OF DIRECTORS

- 14A:6-2 1. Number and Term of Office. -- The Board shall consist of ⁹ no more than ~~three~~ and no less than ~~one~~ members. The precise number shall be set by the directors or by the
- 14A:6-3 shareholders at each annual meeting before the election of directors. Each director shall be elected by the shareholders at each annual meeting and shall hold office until the next annual meeting of shareholders and until that director's successor shall have been elected and qualified.
- 14A:6-10(2) 2. Regular Meetings. -- A regular meeting of the Board shall be held without notice immediately following and at the same place as the annual shareholders' meeting for the purposes of electing officers and conducting such other business as may come before the meeting. The Board, by resolution, may provide for additional regular meetings which may be held without notice, except to members not present at the time of the adoption of the resolution.
- 14A:6-10(2) 3. Special Meeting. -- A special meeting of the Board may be called at any time by the president or by directors for any purpose. Such meetings shall be held upon ~~ten~~ ^{seven} days notice if given orally, (either by telephone or in

consents may be executed together, or in counterparts, and shall be filed in the Minute Book. Special rules apply to the annual election of directors, mergers, consolidations, acquisitions of shares or the sales of assets.

14A:5-9(1) 4. Quorum. -- The presence at a meeting in person or by proxy of the holders of shares entitled to cast ⁸ *two* votes of the votes shall constitute a quorum.

person,) or by telegraph, or by *ten* days notice if given by depositing the notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

14A:6-7.1(5) 4. Action Without Meeting. -- The Board may act without a meeting if, prior or subsequent to such action, each member of the Board shall consent in writing to such action. Such written consent or consents shall be filed in the minute book.

14A:6-7.1(3) ¹⁰ 5. Quorum. -- *ONE* of the entire Board shall constitute a quorum for the transaction of business.

14A:6-5 6. Vacancies in Board of Directors. -- Any vacancy in the Board may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board, or by a sole remaining director.

14A:6-6 7. Removal of Directors. -- Any director may be removed for cause, or without cause unless otherwise provided in the certificate of incorporation, by a majority vote of shareholders.

14A:6-10(3) 8. Presence at Meetings. -- Where appropriate communication facilities are reasonably available, any or all directors shall have the right to participate in all or any part of a meeting of the board or a committee of the board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

ARTICLE IV
WAIVERS OF NOTICE

14A:5-5(1) Any notice required by these by-laws, by
14A:6-10(2) the certificate of incorporation, or by the New
Jersey Business Corporation Act may be waived
in writing by any person entitled to notice.
The waiver or waivers may be executed either
Before or after the event with respect to which
notice is waived. Each director or shareholder
attending a meeting without protesting, prior
to its conclusion, the lack of proper notice
shall be deemed conclusively to have waived
notice of the meeting.

ARTICLE V

OFFICERS

14A:6-15(1) 1. Election. -- At its regular meeting following the annual meeting of shareholders, the Board shall elect a president, a treasurer, a secretary, and it may elect such other officers, including one or more vice presidents, as it shall deem necessary. One person may hold two or more offices.

14A:6-15(4) 2. Duties and Authority of President. -- The president shall be chief executive officer of the Corporation. Subject only to the authority of the Board, he shall have general charge and supervision over, and responsibility for, the business and affairs of the Corporation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The president may enter into and execute in the name of the Corporation contracts or other instruments in the regular course of business or contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. He shall have the general powers and duties of management usually vested in the office of president of a corporation.

14A:6-15(4)

3. Duties and Authority of Vice President.

The vice president shall perform such duties and have such authority as from time to time may be delegated to him by the president or by the Board. In the absence of the president or in the event of his death, inability, or refusal to act, the vice president shall perform the duties and be vested with the authority of the president.

14A:6-15(4)

4. Duties and Authority of Treasurer. --

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The treasurer shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the president or the Board.

14A:6-15(4)

5. Duties and Authority of Secretary. --

The secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the shareholders and the Board. The secretary shall have charge of the seal of the Corporation.

The secretary shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the president or the Board.

14A:6-16

6. Removal and Resignation of Officers;
Filling of Vacancies.

- A. Any officer elected by the board may be removed by the board with or without cause. An officer elected by the shareholders may be removed, with or without cause, only by vote of the shareholders but his authority to act as an officer may be suspended by the board for cause. The removal of an officer shall be without prejudice to his contract rights, if any. Election of an officer shall not of itself create contract rights.
- B. An officer may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as shall be specified in the notice of resignation.
- C. Any vacancy occurring among the officers, however caused, shall be filled by the board.

ARTICLE VI
AMENDMENTS TO AND EFFECT OF BY-LAWS;
FISCAL YEAR

1. Force and Effect of By-Laws. -- These by-laws are subject to the provisions of the New Jersey Business Corporation Act and the Corporation's certificate of incorporation, as it may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the certificate of incorporation, the provision of that Act or the certificate of incorporation shall govern.

2. Wherever in these by-laws references are made to more than one incorporator, director, or shareholder, they shall, if this is a sole incorporator, director, shareholder corporation, be construed to mean the solitary person; and all provisions dealing with the quantum of majorities or quorums shall be deemed to mean the action by the one person constituting the corporation.

14A:2-9(1) 3. Amendments to By-laws. -- These by-laws may be altered, amended, or repealed by the shareholders or the board. Any by-law adopted, amended, or repealed by the shareholders may be amended or repealed by the Board, unless the resolution of the shareholders adopting such by-law

expressly reserves to the shareholders the right to amend or repeal it.

4. Fiscal Year. -- The fiscal year of the Corporation shall begin on the first day of
of each year.

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2009/0033 51 001 Page 1 of 3

2001-05-07 10:07:11

Cook County Recorder 25.50

File Number 6150-750-7



0010377740

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
PIONEER TELECOM, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW JERSEY HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 19TH
day of MARCH A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

S-1
P-3
M-1
R-1

Pioneer Telecom, Inc.-Illinois Regulatory Certification
Officer Resume

William A. Rock

(1) Education

Undergraduate--Valparaiso University, 1960-1964. Bachelor of Arts Degree

Graduate--Indiana University, 1969-1972, Masters Degree in Business Administration

(2) Work Experience

1964-1966—General Telephone Company of Indiana

Commercial Representative. Business office responsibilities

1966-1972-- Indiana Bell Telephone

1966-1968 Rate and Tariff Specialist. Public telephone service rate development

1968-1969 Commercial Manager, Bedford Indiana

1969-1974 Rate and Tariff Supervisor. Developed local exchange rates

1974-1984—Bell System General Headquarters

1974-1977- District Manager, Interstate Long Distance Service rate development

1977-1980- District Manager, Measured Service Product Manager

1980-1984- Division Manager, Interstate Long Distance Service Rate and Tariff Development

1984-1991—AT&T

1984-1988- Product Manager, Residence Long Distance Service. Established standards and service objectives for billing, pricing, and kept pro-forma books for residence Long Distance Service.

1988-1991- Division Manager Corporate Business Planning-- Ran Business Planning Process for all of AT&T's business lines. Supported Executive Vice President of Corporate Strategy

1991-1995--- National Exchange Carrier Association (NECA)

Executive Director Planning—Developed and maintained the corporate strategy for NECA related to the Universal Service objective including the High Cost Fund and TRS

1996-2004—Pioneer Telecom, Inc.

President—Managed the startup of Pioneer Telecom. Manages all operations and growth initiatives relate to the resale of Pioneer's resale of long distance services.

Pioneer Telecom, Inc.
Income Statement
For the Twelve Months Ending December 31, 2003

	Current Month		Year to Date	
Revenues				
Sales of Service	250,799.63	99.97	2,875,368.20	99.96
Interest Income	64.26	0.03	1,182.74	0.04
Total Revenues	<u>250,863.89</u>	<u>100.00</u>	<u>2,876,550.94</u>	<u>100.00</u>
Cost of Sales				
Universal Service Fund	19,717.98	7.86	121,914.92	4.24
Billing	12,780.78	5.09	148,250.95	5.15
Carrier	236,735.39	94.37	1,448,437.97	50.35
Telephone Excise Tax	13,534.86	5.40	161,787.12	5.62
Total Cost of Sales	<u>282,769.01</u>	<u>112.72</u>	<u>1,880,390.96</u>	<u>65.37</u>
Gross Profit	<u><31,905.12></u>	<u><12.72></u>	<u>996,159.98</u>	<u>34.63</u>
Expenses				
Agent Expense	40,418.80	16.11	245,415.43	8.53
Bank Charge	10.20	0.00	237.20	0.01
Pension Plan	58,429.90	23.29	186,794.00	6.49
Rent - Building	1,543.47	0.62	9,367.58	0.33
Insurance - Business	0.00	0.00	604.00	0.02
Insurance - Worker's Compensat	0.00	0.00	431.00	0.01
Legal and Accounting	1,682.87	0.67	32,006.26	1.11
Licenses and Fees	0.00	0.00	2,852.02	0.10
Office Supplies	0.00	0.00	1,659.38	0.06
Outside Services	3,674.20	1.46	5,607.43	0.19
Postage and Deliveries	352.71	0.14	1,278.57	0.04
Salaries & Wages	76,668.97	30.56	447,355.69	15.55
Supplies	336.89	0.13	3,298.41	0.11
Telephone	434.37	0.17	2,770.17	0.10
Internet	245.95	0.10	1,708.41	0.06
Credit Checks	69.86	0.03	622.40	0.02
LEC Credits	0.00	0.00	424.80	0.01
State Corp Tax	645.88	0.26	5,875.08	0.20
Total Expenses	<u>184,514.07</u>	<u>73.55</u>	<u>948,307.83</u>	<u>32.97</u>
Net Income	<u>\$ <216,419.19></u>	<u><86.27></u>	<u>\$ 47,852.15</u>	<u>1.66</u>

Pioneer Telecom, Inc.
Balance Sheet
December 31, 2003

ASSETS

Current Assets		
Cash in Bank - Checking/Robt.	\$	214,520.52
Cash in Checking/PNC		17,007.70
		<hr/>
Total Current Assets		231,528.22
Property and Equipment		
		<hr/>
Total Property and Equipment		0.00
Other Assets		
		<hr/>
Total Other Assets		0.00
		<hr/>
Total Assets	\$	<u>231,528.22</u>

LIABILITIES AND CAPITAL

Current Liabilities		
Pension plan Accrual	\$	672.82
		<hr/>
Total Current Liabilities		672.82
Long-Term Liabilities		
Loan from Officer		167,881.23
		<hr/>
Total Long-Term Liabilities		167,881.23
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Total Liabilities		168,554.05
Capital		
Beginning Balance Equity		<18.88>
Common Stock		161,907.70
Beginning Equity		<146,766.80>
Net Income		47,852.15
		<hr/>
Total Capital		62,974.17
		<hr/>
Total Liabilities & Capital	\$	<u>231,528.22</u>

10100 Cash in Bank - Checking/Robt.
 10150 Cash in Checking/PNC
 15200 Furniture & Fixtures
 16100 Organization Costs
 20070 Loan from Officer
 39003 Beginning Balance Equity
 39004 Common Stock
 39005 Beginning Equity
 40000 Professional Fees
 40015 Sales of Service
 40040 Interest Income
 60001 Universal Service Fund
 60005 Agent Expense
 60010 Bank Charge
 60020 Equipment
 60030 Depr Exp - Equipment
 60045 Amortization, Org. Costs
 60050 Dues and Subscriptions
 60055 Pension Plan
 60060 Rent - Equipment
 60065 Rent - Building
 60070 Billing
 60075 Gifts
 60080 Insurance - Business
 60090 Insurance - Health
 60095 Insurance - Liability
 60105 Insurance - Worker's Compensat
 60115 Legal and Accounting
 60120 Licenses and Fees
 60125 Meals and Entertainment
 60130 Miscellaneous
 60135 Office Supplies
 60140 Outside Services
 60150 Postage and Deliveries
 60155 Repairs and Maintenance
 60165 Salaries & Wages
 60170 Supplies
 60180 Telephone
 60181 Internet
 60185 Transportation
 60190 Travel
 60200 Customer Goodwill Gifts
 60220 Other Expense
 60230 Sales Expense
 60235 Credit Checks
 60240 Collection Expense
 60250 Carrier
 60255 LEC Credits
 75400 Employer FICA Tax Expense
 75600 Employer FUTA Tax Expense
 75700 Employer SUTA Tax Expense

75800 Local Income Tax
76000 Telephone Excise Tax
76500 State Corp Tax